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NEW APPLICATION

ORIGINAL



October 8, 2008
Via Overnight Filing

RECEIVED

OCT -9 12:52

Docket Control Center
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 80557-2927

AT 1200 W. WASHINGTON ST
DOCKET CONTROL

RE: Notice of Merger by Global Crossing North American Networks, Inc.

T-02761B-08-0522

Dear Sir/Madame:

Enclosed for filing please find the original and thirteen (13) copies of the Notice of Merger by Global Crossing North American Networks, Inc. The proposed merger is to take place on December 31, 2008.

Global Crossing North American Networks, Inc. does not have presubscribed customers within the state therefore customer notice of the merger as well as a waiver of the Commissions slamming requirements are not necessary.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed stamped envelope.

Any questions you may have regarding this filing may be directed to me at 407-740-3001 or via email to tforte@tminc.com.

Thank you for your assistance with this matter.

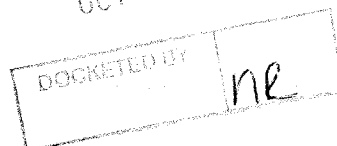
Sincerely,

Thomas M. Forte
Consultant to Global Crossings North American Networks, Inc.

TMF/rg

cc: R. Edward Price – Global Crossings
file: Global Crossings – AZ
tms: AZi0801

Arizona Corporation Commission
DOCKETED
OCT -9 2008



NOTICE OF MERGER

BY

GLOBAL CROSSING NORTH AMERICAN NETWORKS, INC.

Global Crossing North American Networks, Inc. ("GC North American") hereby provides notice relating to the planned *pro forma* merger of GC North American into its affiliate Global Crossing Telecommunications, Inc. ("GC Telecommunications"). Upon consummation of the transaction GC North American will no longer exist and accordingly seeks cancellation of its certificate.

I. THE PARTIES

GC North American is a company organized under the laws of the State of Delaware with its principal office located in New York. The company was certificated to provide facilities-based interexchange long distance service within the State of Arizona in Docket U-2761-96-134; Decision 60143 on April 17, 1997. GC North American is a wholly owned indirect subsidiary of Global Crossing Limited, a publicly traded (NASD: GLBC) Bermuda corporation with affiliates in the United States and several other countries providing telecommunications services.

GC Telecommunications is a company organized under the laws of the State of Michigan with its principal office located in New York. The Company was certificated to provide resold long distance service within the state of Arizona in Docket U-2438-84-101 on May 1, 1985. The company is currently registered to do business in Arizona as a foreign entity. GC Telecommunications currently offers intrastate toll telecommunications services via resold services. The Company maintains a tariff for its intrastate services that is currently on file in compliance with Commission requirements.

GC Telecommunications, like GC North American, is a wholly owned indirect subsidiary of Global Crossing Limited, a publicly traded (NASD: GLBC) Bermuda corporation with affiliates in the United States and several other countries providing telecommunications services.

GC Telecommunications has more than sufficient resources to ensure the successful ongoing operations currently maintained by GC North American. The most recent quarterly financial statement of Global Crossing Limited, the parent company of both GC Telecommunications and GC North American, is provided in Exhibit 1.

II. THE TRANSACTION

No later than December 31, 2008, GC North American will be merged into GC Telecommunications. At that time, all of the assets of GC North American will be transferred to GC Telecommunications, including network facilities, employees and management expertise, and GC North America will cease to exist. Accordingly it will no longer require a Certificate of Public Convenience and Necessity and requests that it be canceled.

An organization chart illustrating the transaction and ownership of the companies is attached as Exhibit 2.

III. MODIFICATION OF CERTIFICATE

As stated above, GC Telecommunications was certificated as a resale interexchange telecommunications provider within Arizona in Docket U-2438-84-101. GC North American was certificated as a facilities-based interexchange telecommunications provider in Docket U-2761-96-134; Decision 60143. After the closing of this transaction, GC Telecommunications will obtain control over the intrastate facilities previously owned by GC North American. Accordingly, it requests that its certificate, issued in Docket U-2438-84-101, be modified to include permission to provide the same facilities-based interexchange long distance service as GC North American. Since, as described above, the network assets of GC North American will be transferred to GC Telecommunications, including personnel necessary to operate those facilities, GC Telecommunications will have the technical and managerial expertise necessary to provide facilities-based interexchange long distance service. In addition, since the companies share the same parent company, GC Telecommunications will also have the requisite financial ability to provide high quality telecommunications services in Arizona after the transaction closes.

IV. CUSTOMER IMPACT

GC North American currently does not have any customers within the State of Arizona. Therefore no customers will be affected by this change and no customer notice is required.

V. CONTACT INFORMATION

The name and address of the individual who handles regulatory affairs on behalf of GC North American and GC Telecommunications for this filing will be:

R. Edward Price
Senior Counsel
Global Crossing Telecommunications, Inc.
225 Kenneth Drive
Rochester, New York 14623
Telephone: (585) 255 - 1227
Facsimile: (585) 344 - 0201
Email: ted.price@globalcrossing.com

Correspondence for this filing can also be sent to:

Thomas M. Forte
Consultant to Global Crossing Telecommunications, Inc.
c/o Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, FL 32751
Telephone: (407) 740 - 3001
Facsimile: (407) 740 - 0613
Email: tforte@tminc.com

VII. TARIFFS

No tariff revisions will be required to complete this transaction. GC North American has no customers within Arizona and there is therefore no reason to transfer any of the products from the GC North American tariff to the current GC Telecommunications tariff.

STATE OF NEW YORK
COUNTY OF MONROE

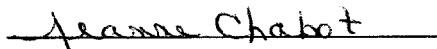
VERIFICATION

I, R. Edward Price, hereby declare, under penalty of perjury, that I am Senior Counsel for Global Crossing North American Networks, Inc.; that I am authorized to make this verification on behalf of Global Crossing North American Networks, Inc.; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



R. Edward Price
Senior Counsel
Global Crossing North American Networks, Inc.

Sworn to and subscribed before me this 30th day of September, 2008.



Notary Public


My Commission expires:

JEANNE CHABOT
Notary Public, State of New York •
No. 01CH6034835
Qualified in Ontario County
Commission Expires December 20, 2009

STATE OF NEW YORK
COUNTY OF MONROE

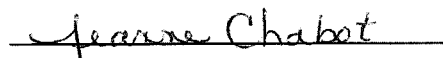
VERIFICATION

I, R. Edward Price, hereby declare, under penalty of perjury, that I am Senior Counsel for Global Crossing Telecommunications, Inc.; that I am authorized to make this verification on behalf of Global Crossing Telecommunications, Inc.; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



R. Edward Price
Senior Counsel
Global Crossing Telecommunications, Inc.

Sworn to and subscribed before me this 30th day of September, 2008.



Notary Public

My Commission expires:
JEANNE CHABOT
Notary Public, State of New York ·
No. 01CH6034835
Qualified in Ontario County
Commission Expires December 20, 2009

GLOBAL CROSSING LIMITED

EXHIBIT 1

FINANCIAL STATEMENT

Global Crossing Limited and Subsidiaries
Unaudited Summary of Consolidated Revenues, Cost of Access, and Adjusted Gross Margin
(\$ in millions)

Table 1

	Quarter Ended June 30, 2008				Quarter Ended March 31, 2008				Quarter Ended June 30, 2007						
	GCUX	GC Impact	ROW ¹	Eliminations	Total	GCUX	GC Impact	ROW ¹	Eliminations	Total	GCUX	GC Impact	ROW ¹	Eliminations	Total
Revenues:															
Enterprise, carrier data and indirect channels	\$ 154	\$ 110	\$ 282	\$ -	\$ 546	\$ 150	\$ 104	\$ 263	\$ -	\$ 517	\$ 139	\$ 56	\$ 237	\$ -	\$ 432
Wholesale voice	3	2	101	-	106	3	2	107	-	112	2	1	111	-	114
Other	-	-	1	-	1	-	-	1	-	1	-	-	1	-	1
Intersegment revenue	-	3	-	(4)	-	-	-	-	(2)	-	-	-	-	(2)	-
Consolidated revenues	\$ 157	\$ 115	\$ 385	\$ (4)	\$ 653	\$ 153	\$ 107	\$ 373	\$ (2)	\$ 630	\$ 141	\$ 58	\$ 350	\$ (2)	\$ 547
Cost of access:															
Enterprise, carrier data and indirect channels	\$ (46)	\$ (25)	\$ (141)	\$ -	\$ (212)	\$ (44)	\$ (24)	\$ (135)	\$ -	\$ (203)	\$ (40)	\$ (13)	\$ (127)	\$ -	\$ (180)
Wholesale voice	(2)	(2)	(90)	-	(94)	(2)	(2)	(92)	-	(96)	(1)	(1)	(99)	-	(101)
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Intersegment cost of access	-	(1)	(2)	3	-	-	(2)	(1)	3	-	-	(1)	-	-	-
Consolidated cost of access	\$ (48)	\$ (28)	\$ (233)	\$ 3	\$ (306)	\$ (46)	\$ (28)	\$ (225)	\$ 3	\$ (299)	\$ (41)	\$ (15)	\$ (225)	\$ 1	\$ (281)
Adjusted Gross Margins:															
Enterprise, carrier data and indirect channels	\$ 108	\$ 85	\$ 141	\$ -	\$ 334	\$ 106	\$ 80	\$ 128	\$ -	\$ 314	\$ 99	\$ 43	\$ 110	\$ -	\$ 252
Wholesale voice	1	-	11	-	12	1	-	15	-	16	1	-	12	-	13
Other	-	-	1	-	1	-	-	1	-	1	-	-	1	-	1
Intersegment adjusted gross margin	-	2	(1)	(1)	-	-	(1)	-	1	-	-	-	-	(1)	-
Consolidated adjusted gross margin	\$ 109	\$ 87	\$ 152	\$ (1)	\$ 347	\$ 107	\$ 79	\$ 145	\$ 1	\$ 331	\$ 100	\$ 43	\$ 124	\$ (1)	\$ 256

¹Rest of World (ROW) represents operations of Global Crossing Limited and subsidiaries excluding Global Crossing (UK) Telecommunications Ltd. and subsidiaries (GCUX) and GC Impair Holdings I Pte and subsidiaries (GC Impair).

²In May 2008, Global Crossing Limited transferred its GC Brazil operations from the ROW Segment to the GC Impair Segment. Since the transfer is between entities under common control, the Company has retrospectively restated GC Impair's results to include GC Brazil operations and removed GC Brazil from ROW for all periods presented.

On May 9, 2007, Global Crossing announced that it had acquired Impact Fiber Networks Inc. (Impact), and since that date Impact's results have been consolidated into Global Crossing's results as part of GC Impair.

Definition: Adjusted gross margin is revenue minus cost of access. See Table 4 for the reconciliation of adjusted gross margin to gross margin.

GLOBAL CROSSING TELECOMMUNICATIONS, INC.

EXHIBIT 2

ILLUSTRATION OF TRANSACTION AND ORGANIZATIONAL CHART

Global Crossing Limited



Global Crossing North
America, Inc.



ALC Communications
Corporation



Global Crossing
North American
Networks, Inc.



Global Crossing
Telecommunications,
Inc.



Budget Call
Long Distance,
Inc.

